

The Arsenal Alliance Soccer Club dba City SC Utah
BYLAWS
Amended and Restated October 10, 2024

ARTICLE 1: NAME

SECTION 1.01 Name of Organization The name of the organization shall be "The Arsenal Alliance Soccer Club" doing business as City SC Utah and shall include all former affiliations of Utah Soccer Alliance. The Arsenal Alliance Soccer Club doing business as City SC Utah may be referred to in these By-Laws as the "Club" or "City."

ARTICLE 2: PURPOSE OF THE ORGANIZATION

SECTION 2.01 The purpose of the Club shall be to provide non-profit, appropriate place to play for youth that desire to play soccer; to instill the principles of fair play and sportsmanship; and to offer the best and most committed players a challenging and rewarding environment where they can achieve their full potential. In furtherance of such purpose, the Club shall promote soccer activities including but not limited to the development of players, coaches, staff and referees at all levels of play. In doing this, we remember that the game is for the youth.

ARTICLE 3: AFFILIATION

SECTION 3.01 Affiliation The Club shall be an affiliated branch of, and comply with the authority of the United States Soccer Federation ("USSF") and its affiliates.

SECTION 3.02 Gaming Leagues The Club may, from time to time, affiliate with one or more gaming leagues or organizations. In any such circumstances the Club shall, except as provided below, adhere to the rules and regulations of such league or organization to the extent that such rules and regulations apply to the Club's participation in such league or organization. Notwithstanding the foregoing, if the rules or regulations of any such league or organization conflict with the rules and regulations of USSF as applied to the Club, the rules of USSF, as applicable, shall prevail.

SECTION 3.03 Reservation of Powers All powers not expressly reserved by or delegated to USSF or any gaming league or association with which the Club is affiliated are reserved to the Club.

ARTICLE 4: MEMBERSHIP

SECTION 4.01 Members The Club will not discriminate against any individual on the basis of race, color, religion, sex (including pregnancy, sexual orientation, or gender identity), national origin, disability, age or genetic information or financial status. There shall be two (2) classes of members of the Club. The first class of members shall be known as voting members and the second class of members shall be known as associate members and shall have no vote.

SECTION 4.02 Qualification of Voting Members The voting members of the Club shall be the Executive Board of Directors (EBOD). Only those voting members, in good standing, shall be entitled to voting privileges.

SECTION 4.03 Qualification of Associate Members Any person who is not a voting member of the Club but who actively participates in the activities of the Club, including but not limited to players, parents, guardians, coaches, managers and trainers shall be an associate member of the Club.

SECTION 4.04 Voting Rights of Members Each voting member of the Club shall be entitled to vote for the elected officers of the Club and amendments to these By-Laws. Each voting member shall be entitled to one (1) vote on each elected office or amendment to the By-Laws presented to the voting members. Associate members shall not be entitled to vote. No proxy votes shall be accepted.

SECTION 4.05 Removal of Member Should the Executive Board of Directors find the conduct of any member (whether player, parent, coach, assistant coach, staff, team manager, official or officer) detrimental to the best interests of the Club, or to the purpose for which the Club has been formed, or to the interest of soccer, the Executive Board of Directors may take such action as the EBOD may deem reasonable, applicable and appropriate, including but not limited to, suspension from or removal from the Club. Such action shall require the affirmative vote of a majority of all of the members of the EBODs holding such positions at the time of such vote.

ARTICLE 5: BOARD OF DIRECTORS

SECTION 5.01 Powers Subject to the limitations of the Articles of Incorporation of the Club and the applicable laws of the State of Utah, all corporate powers shall be exercised, or under the authority of, and the business and the affairs of this Club shall be governed and controlled by the Executive Board of Directors. The Executive Board of Directors shall, among other responsibilities consistent with this Section 5.01, be responsible for establishing and overseeing and directing the implementation of Club policies, rules and regulations and to oversee and approve the collection and disbursement of funds of the Club.

SECTION 5.02 Club Officers; Elected Members of the Executive Board of Directors

There shall be nine (9) elected members of the Board of Directors of the Club who shall be the elected officers of the Club. The elected officers of the Club are:

1. President
2. Vice President, Operations
3. Vice President, Sponsorship/Marketing
4. Director of Finance (Treasurer)
5. Tournament Director
6. Club Director of Coaching
7. Club Technical Director
8. SLC Director of Coaching
9. Member Committee Representative

Only Voting Members or Associate Members of the Club in good standing are eligible to serve as Club officers.

SECTION 5.03 Resignation of Position; shall be done in writing with a minimum of 30 days' notice.

Section 5.04. Replacement of Positions; Should any of the elected or appointed officers resign or fail to perform their duties for whatever reason; the Executive Board shall make the decision to place said person on administrative leave OR replace that member with someone else upon a $\frac{2}{3}$ majority vote of the Executive Board. The person holding the position in question must be given notice of the meeting at which the decision will be made. Reasons for failing to perform duties include, but are not limited to: failure to attend (or having someone attend in their place) 3 consecutive board meetings, continued negligence of performance of duties (negligence to be determined be a majority vote of the Executive Board), conflict of interest (to be determined by a majority vote of the Executive Board), disciplinary or legal action required due to illegal or inappropriate behavior or conduct.

ARTICLE 6: MEETINGS OF THE CLUB

Section 6.01 The annual meeting of the members of the Club shall be held in the third quarter of each year. The Executive Board of Directors will determine the date of the annual meeting; provided. Notice of the date, time and place of the annual meeting shall be given to the membership of the Club at least fifteen (15) days prior to such date. The EBOD shall report on the state of the Club at the annual meeting.

SECTION 6.02 Special Meeting of the Club

A special meeting of the members of the Club may be called for any purpose at any time by a majority of the EBOD of the Club. Notice of the time and place of any such special meeting shall be given in the same manner as the notice of the annual meeting of the members of the Club.

ARTICLE 7: MEETINGS OF THE BOARD OF DIRECTORS

Section 7.01 Regular meetings of the Executive Board of Directors shall be held at the minimum twice a quarter. Notice shall be given to each board member at least 7 days prior to the meeting.

Section 7.02 Special meetings may be called by the President or by two (2) other elected Directors. Notice shall be given twenty-four hours prior to the time of the holding of the meeting.

Section 7.03 Quorum A majority of the elected members of the Executive Board of Directors shall be necessary to constitute a quorum for the transaction of business. The action of a majority of the EBOD present at any member where there is a quorum, when duly assembled, is valid as a corporate act of the Club. Notwithstanding the foregoing, a minority of the Directors, in the absence of a quorum, may adjourn a meeting from time to time, but may not transact any business.

ARTICLE 8: NOMINATIONS AND ELECTIONS

SECTION 8.01 Nominations The Executive Board of Directors shall appoint a nominations committee each year not later than November 15th. The purpose of the nominations committee shall be to

secure and compile a list of qualified candidates for the Club offices scheduled for election in that year. The nominations committee shall consist of at least three members of the Executive Board of Directors of which at least one member shall be an officer of the Club other than an officer whose office is scheduled for election that year. The nominations committee shall notify the President of the Club of the names of the nominees not later than January 1st of each year. The President shall ensure that the list of such nominees is included in the notice of the annual meeting.

SECTION 8.02 Voting Only those voting members of the Club entitled to vote pursuant to the provisions of Section 4.02 shall be entitled to vote for the election of any Club officer. Each such voting member shall be entitled to only one (1) vote. No proxy voting shall be permitted. The votes cast at any election of Club officers shall be canvassed and tallied by the nominating committee and the results of the election shall be announced by the chairperson of the nominating committee. Simple majority of the votes cast for such office shall elect each officer of the Club.

SECTION 8.03 Election and Tenure of Office of Club Officers The term of office of the Club officers shall be three (3) years from June 1st to May 31st of the appropriate years. The terms of the Club officers shall be alternating, with the Vice President Operations, Vice President Marketing, President being elected in alternate years.

ARTICLE 9: OFFICERS OF THE CLUB

SECTION 9.01 Responsibilities of the Officers of the Club

A. President

The President shall:

1. be the chief executive officer of the Club;
2. subject to the control of the EBOD, have general supervision, direction and control of the business of the Club;
3. shall represent the club at District, State and National meetings, and other functions and serve as the voting member for the club at the meetings as appropriate. Preside at all meetings of the members of the Club and the meetings of the Board of Directors;
4. be an ex-officio member of all committees of the Club;
5. promote the best interests of the Club and its members.
6. work with the Director of Finance to develop an annual budget with the approval of the Executive Board of Directors, and have accounts audited at each new fiscal year, as deemed necessary.

B. Vice President, Operations

The Vice President, Operations shall:

1. in the absence or disability of the President, perform the duties of the President, and when so acting shall have all the powers of, and be subject to the restrictions upon, the President;
2. have such powers and perform such other duties as, from time to time, may be prescribed for the Vice President by the EBOD or by the By Laws.
3. shall serve as the Risk Manager
4. assist the Tournament Director with the Club tournaments.
5. work with the Director of Finance to develop an annual budget with the approval of the Executive Board of Directors

C. Vice President, Marketing

The Vice President, Marketing shall:

1. in the absence or disability of the VP, Operations, perform the duties of the VP Operations
2. responsible for club marketing, sponsorship and fundraising.
3. assist the VP, Operations with the Financial Assistance Program.
4. assist the Tournament Director with the Club tournaments.
5. work with the Director of Finance to develop an annual budget with the approval of the Executive Board of Directors

D. Director of Finance (Treasurer)

The Director of Finance shall:

1. be responsible for all monies of the Club, reporting receipts and expenditures, and for payment and receipt of Club funds in a manner as authorized by the Board of Directors;
2. co-sign for all disbursements made in the name of the Club unless unable and delegated to the President and Vice President, Operations;
3. deposit or cause the deposit of all monies and other valuables in the name and to the credit of the Club with such depositories as may be designated by the EBOD;
4. present a monthly financial statement of the Club at the regular meetings of the Executive Board of Directors or when otherwise requested by the EBOD and present an annual financial statement of the Club at the annual meeting of the members of the Club;
5. be responsible for preparation, review and continuous monitoring of the Club budget; and
6. have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-Laws.

E. Tournament Director,

The Tournament Director:

1. attend all board meetings, when possible
2. engage in board meetings actively
3. support Board decisions even when they voted against them
4. serve to lead all Club Tournaments
5. responsible for all reports and financial budget for the tournament and will be required to provide an annual tournament report to the EBOD

F. Club Director of Coaching,

The Club Director of Coaching:

1. attend all board meetings, when possible
2. engage in board meetings actively
3. support Board decisions even when they voted against them
4. serve to lead all Club Coaching Staff
5. develop annual coaching budget for EBOD approval

G. Club Technical Director,

The Club Technical Director:

1. attend all board meetings, when possible
2. engage in board meetings actively
3. support Board decisions even when they voted against them
4. serve to lead all Club Coaching Staff
5. develop annual coaching budget for EBOD approval

H. SLC (Metro) Director of Coaching,

The SLC (Metro) Director of Coaching:

1. attend all board meetings, when possible
2. engage in board meetings actively
3. support Board decisions even when they voted against them
4. serve to lead all SLC (Metro) Coaching Staff
5. develop annual SLC (Metro) coaching budget for EBOD approval

H. Member Committee Representative,
The Member Committee Representative:

1. serve as chair for Member Representative committee
2. attend all board meetings, when possible
3. engage in board meetings actively
4. support Board decisions even when they voted against them
5. serve to represent all Club members and their interests

ARTICLE 10 – RECORDS AND REPORTS

SECTION 10.01 Records The Club shall maintain adequate and correct accounts, books and records of its business and properties. All such books, records, and accounts shall be kept at its principal place of business in the State of Utah, as fixed by the Executive Board of Directors from time to time.

SECTION 10.02 The original or a copy of these By-Laws, amended or otherwise altered to date, certified by the Vice President, Operations, shall be open to inspection by members of the Club

SECTION 10.03 Checks, Drafts, Notes and Indebtedness All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness, issued in the name of or payable to the Club, shall be signed or endorsed by such persons and in such manner as shall be determined from time to time by resolution of the Executive Board of Directors; provided, however, the Director of Finance shall cosign all such instruments requiring execution for and on behalf of the Club unless unable and delegated to the President and Vice President, Operations.

SECTION 10.04 Contracts The Executive Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute an instrument in the name of and on behalf of the Club. Such authority may be general or confined to specific measures. Unless so authorized by the Executive Board of Directors, no officer, agent or employee shall have any power or authority to bind the Club by any contract or engagement or to pledge its credit, or to render it liable to any purpose or to any amount. A draft of any proposed contract shall be submitted to the Executive Board of Directors for review at the regularly scheduled meeting of the EBOD preceding the regularly scheduled meeting at which the EBOD considers the contract for approval. Notwithstanding the foregoing, such review period may be waived upon a determination approved by the vote of three-quarters of all members of the EBOD's present at the meeting where such contract is presented that the immediate consideration of the approval of such contract is necessary to ensure the efficient ongoing operations of the Club.

ARTICLE 11 - REVIEW AND AMENDING OF BYLAWS

SECTION 11.01 These bylaws shall be reviewed by the Executive Board of Directors at the beginning of each fiscal year.

SECTION 11.02 Amendment by Members Any proposal to amend the By-Laws of the Club may be made by any voting member or the EBOD. Any proposal to amend the By-Laws shall be submitted in writing to the President and the Vice President, Operations of the Club not less than 45 days prior to the annual meeting or any special meeting of the membership. Notice of the proposed amendment shall be sent in writing to each voting member of the Club not less than 30 days in advance of the annual meeting or special meeting as applicable. No proposal to amend the By-Laws shall be accepted from the floor of the annual meeting or a special meeting of the membership. Any amendment to the By-Laws must be approved by two-thirds of those voting on the matter.

SECTION 11.03 Amendment by Executive Board of Directors Subject to the right of the voting members to amend these By-Laws, as provided in Section 11.01, the EBODs may amend these By-Laws other than those By-Laws establishing required written notice of meetings whenever two-thirds of the Directors shall deem it necessary and shall propose amendments to the By-Laws. Such amendments shall be valid for all intents and purposes when ratified by the affirmative vote of two-thirds of the Executive Board of Directors. Any such proposal for amendment to the By-Laws shall be submitted in writing to the President and the Vice President, Operations of the Club not less than ninety (90) days prior to any meeting of the EBODs at which the approval of such amendment is voted upon by the Executive Board of Directors.

ARTICLE 12 – PROTESTS, APPEALS AND DISCIPLINE

SECTION 12.01 Adoption of Protests, Appeals and Discipline Procedures The Board of Directors shall adopt protest, appeals and disciplinary procedures consistent with the requirements of USSF. In the absence of such adopted procedures, any protest, appeal or disciplinary matter shall be undertaken pursuant to the applicable procedures established by USSF.

ARTICLE 13: SUSPENSION AND TERMINATION

SECTION 13.01 The Executive Board of Directors shall establish policies setting appropriate standards and penalties for suspending or terminating City SC Utah Club members. Such standards shall include the failure to comply with City SC Utah, USSF and affiliates rules or policies. The Executive Board shall afford appropriate due process for suspending or terminating City SC Utah Club members. A suspended or terminated City SC Utah Club member has none of the rights enumerated in this Article or as set forth in City SC Utah Club policies.

ARTICLE 14: DISSOLUTION

SECTION 14.01 Notification

Before this organization can be dissolved, an effort must be made to notify all members 30 days before the meeting in which this action is considered.

SECTION 14.02 Vote

Approval of dissolution shall require a two thirds affirmative vote of the members of the Executive Board of Directors.

SECTION 14.03 Distribution of Assets

Upon the dissolution of the Corporation, after paying or adequately providing for the debts and obligation of the corporation, the remaining assets shall be distributed to one or more not-for-profit fund, foundation or corporation which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and whose purposes are in accordance with USA Comp's purposes.

If this corporation holds any assets in trust, said assets shall be disposed of in such a manner as may be directed by order or decree of the District Court of Salt Lake County, upon petition therefore, by any person concerned in the liquidation.

CERTIFICATE OF ADOPTION OF BYLAWS

I certify that I am the duly elected and acting Vice President, Administration of the Arsenal Alliance Soccer Club, doing business as City SC Utah, a Utah nonprofit public benefit corporation, and that the above restated Bylaws, consisting of eight (8) pages, are the Bylaws of this Corporation as adopted at a meeting of the Executive Board of Directors on October 10, 2024.

Executed on this, the 10th day of October, 2024 at Riverton, Utah

Kristine Tillmann

Kristine Tillmann
Vice President Operations